

X-MEN

12¢  
IND.

52  
JAN

APPROVED  
BY THE  
COMICS  
CODE  
AUTHORITY



**MARVEL**  
COMICS  
GROUP

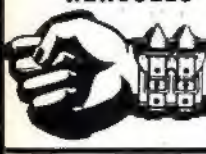


**TWILIGHT OF THE MUTANTS!**

TM & © 2005 MARVEL



## HERCULES WRIST BAND



**INSTA-MAGIC POWER.** Instantly gives you grip, wrist and arm more power by relieving the strain on the wrist and concentrating the muscles so they can do more effective work. Indispensable for athletes, farmers, mechanics or workmen. Genuine leather, attractively styled. Double strap, adjustable to any wrist. Wear any tension you wish. Quick, easy way to get more power. Get two for both arms.

□ \$7.50, Double Strap. Each ... 3 for ... \$20

## FAMOUS GERMAN MEDALS



Lamp, full size. Beautiful design, authentic. ... \$1.50

□ \$1.50, Large Metal Pin (Black) \$2.50

□ \$2.50, Small Metal Pin (Black) \$2.50

## Hear Police, Fire, Aircraft & World-Wide Short Wave on ANY Radio



Police & Fire Calls. Accidents, riots, hold-ups, emergency, police chase, back roads, weather, police cars, road conditions. Know what's going on.

✶ AIRCRAFT MESSAGES. Kaveing on conversations between pilots & control tower, weather, dramatic flying, "imagine" weather or heavy traffic, etc.

✶ WORLD-WIDE SHORT WAVE. News, entertainment, education, war activities, etc.

## SECRET "BUG" MICROPHONE TRANSMITTER



Midget "bug" microphone for secret transmitting and pick-up. Overhears conversations in another room or hallway, do many magical & phenomenal stunts. Use as detector, phone, pick-up, amplifier, telephone, etc. Complete except for battery & antenna or speaker. With directions.

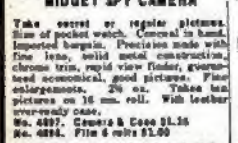
No. 2989. "Bug" Only \$1.00

No. 6021. Complete \$1.50 Each

## Surprise Package

Special "loss leaders" for new customers. Most worth several times cost. LIMIT: One of each per order. Surprise items include new samples we receive from all over world. Factory surplus bargains, special specialties, etc. Money back if not satisfied.

2996 - 25¢ Pkg. 2997 - \$1.00

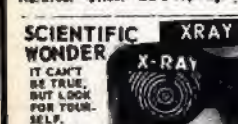


## MIDGET SPY CAMERA

Take covert or regular pictures. Size of pocket watch. General purpose. Instantaneous. Precision made with fine lens, solid metal construction, chrome trim, rapid view finder, guaranteed economical, good pictures. Film enlargements. 24 ex. Takes ten pictures on 16 mm. roll. With leather carrying case.

No. 4897. Camera & Case \$1.25

No. 4898. Film 8 rolls \$1.00



## 15-SHOT BB GUN

SPORTS STANDARD BB Gun Model Army Combat Machine Gun, or remove hand and use as hand held. Automatic Pistol.

Five 15 BB's in 3 seconds is one at a time. Precision model with removable barrel. Automatic hand-crank firing mechanism. 7 inches overall - standard gun size.

No. 2908. \$1.00. BB's 10¢ Pkg.



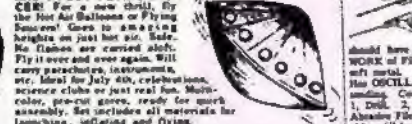
## Graduation Ring

Monks' Ring Military Style Ring with Synthetic Ruby. Special cut makes it sparkle with brilliant and fire. Heavy mounting.

"MONS SCHOOL" in panel. American Eagle in deep relief on each side. Acrylic resin finish. Heavy steel.

No. 6116. Postpaid Only \$1.50

## New Ram Jet Engine Burns Gasoline!



For boats, cars, plane models, jet engine experiments, science of jet propulsion, etc. No moving parts. Easy to start. Runs on standard gasoline. Gives continual thrust. About 6 inches long. Adaptable to most models. Comes complete.

Get two for more power!

No. 7411. Price Each ... \$1.75

2 for \$3.00



## Slot Machine

Replica of Las Vegas machine. Takes a chance! Instant only, pull "one arm bandit" and watch BIG PAYOUT if you hit jackpot.

Collect money for your "bank". Rugged metal, precision made, smooth action. Heavy 8" high.

□ 4082. Price Postpaid ... \$2.00

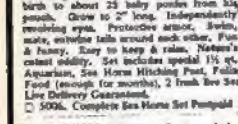


## COMPLETE SELF DEFENSE

Unobtainable, Unusual Self Defense. Includes: KARATE, JUDO, JIU JITSU, SAVATE, AIKIDO, YAWARA, ATE-WAZA. Master your own complete book. All the target areas, cover, counters, pressure points, etc. It is possible in a working to beat up and control big bullies in seconds. Over 200 illustrations, anecdotes and charts. How your hands can become more powerful weapons than clubs, knives, even guns on close fighting. Learn to defend. Fully guaranteed to be finest, most complete, most modern book.

□ 1006. Complete Only ... \$1.00

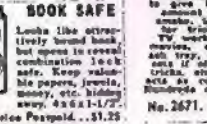
## SCIENTIFIC WONDER



It can't be true, BUT LOOK FOR YOURSELF. Question: (Illustration of the century?) Apparently are bones thru skin, see thru clothes, etc. Girls will never trust you with these, but let them look for themselves and apparently see legs right thru your pants. Amazing and unbelievable! Regular size glasses with built-in optical device.

No. 5762. Pair, Postpaid ... Only 95¢

## MAMMOTH 9 FOOT HOT AIR BALLOON



AND 9-FOOT FLYING SAUCER! For a new thrill, fly the Hot Air Balloons or Flying Saucers! Go to a new height on just hot air. Safe. No flames are carried aloft. Fly it over and over again. Will carry parachute, instruments, etc. Ideal for July 4th, celebrations, science clubs or just real excitement. Bright colors, pre-cut gears, ready for quick assembly. Set includes all materials for launching, inflating and flying.

□ 7077. Hot Air Balloon, 9 Foot Tall. Complete ... \$2.75

□ 7080. Hot Air Flying Saucer (U.P.D.) 9 Foot Diameter. Complete ... \$2.95

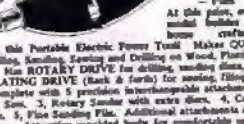
## Portable Electric Power Tool



Should have this Portable Electric Power Tool. Makes CRACKS in Piling, Smoothing, Drilling, Wood, Plastic or soft metal. Has ROTARY DRIVE for drilling, sanding, etc. Has OSCILLATING DRIVE (Back & forth) for smoothing, filing and leveling. Complete with 1 position interchangeable attachment. 1. Drill. 2. Saw. 3. Rotary Sander with extra drill, 4. Course file. 5. Fine Sanding File. Additional attachments available. 6" long. Attractive model built for comfortable use in hand. Uses standard batteries. Carrying case with compartments. Made in U.S.A., factory guaranteed.

□ 5008. Complete Power Tool Set ... \$3.95

## Electronic Computer



ELECTRONICALLY MULTIPLES, DIVIDES, CALCULATES POWER & ROOTS. SOLVE LOG & TRIG PROBLEMS, REASONS, WORKS PRACTICAL PROBLEMS. Do experiments on math & science problems. Works, rookery, interest, radio-active decay, light, explosives, fireworks, matter, etc. Wonderful introduction to data processing & computers. Do not confuse with mechanical, hand-operated computers. As practical as others costing several times. Easy to operate & understand. Multiplies your brain power to get you in quick time. Complete setup for standard flashlight batteries that operate electric circuit and motor. Compact, portable.

□ 6895. Electronic Analog Computer, Postpaid ... \$8.50

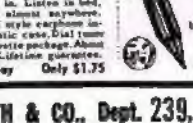
## Cut ANY Material with Super-Hack



Remington De-Pont TUNGSTEN CARBIDE ROO SAW with diamond like cutting edge. Cuts any material, metal, wood, plastic, rubber, glass, stone, brick, toughest plastics and other "unhackable" materials. Cuts in any direction: circles, curves, angles, notches, notched squares, Notched triangles. Famous non-splintering construction. Slicing circle saw "velvet" easy as butter. Standard 10" blade.

□ 6011. Price ... Each \$2.50 ... 3 for \$6.00

## POCKET RADIO - \$1.75



Listen to MUSIC, SPORTS, NEWS, SPECIAL BROADCASTS with your own personal portable radio. 100% power - nothing to plug in. Listen in bed, at school, almost anywhere. Hearing-aid style earphone included. Plastic case. Dial turn rate of cassette package. About 3 1/2 x 2 1/2". Lifetime guarantee.

No. 6598. Complete Ready to Play Only \$1.75

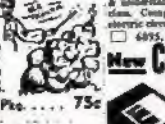
## UGLY BLACKHEADS OUT IN SECONDS!



Eliminates Pimples! Be Good Looking! removes blackheads in seconds, cleanly and safely. No pinching. Ammoniated.

No. 6441. \$1.00

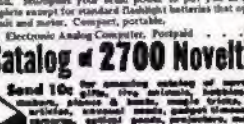
## SMOKE BOMBS



Proving that smoke is a gas! Don't just explode, just go away. Smoke bombs. Many useful & fun in many situations.

No. 2142. 20¢. 3 for 50¢. 12 for \$1.50

## Smoke Bomb Powder



Easily ignites to give large volume of smoke. Used for tricks, work, etc. In ash tray, cigarette case if left. For tricks, smoke it. As a cover, powder can be used.

No. 2671. Large Pkg. ... 75¢

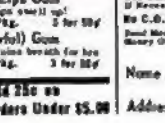
## "Flash" Paper



PIRE FROM YOUR FINGERTIPS. Instant trick in your hand! Thousands of little magic & trick uses. "Flash Paper" burns in brilliant flash of flame. Can be held in fingers since flash does not generate much heat. Comes in pack of about 15 sheets. Use on shoes, or less.

No. 2875. Pkg 65¢ 5 Pkgs \$1.50

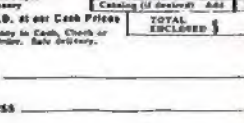
## "THROW YOUR VOICE"



Use back, outside, under bed, under doorway "talk and throw" your voice. DUMPS EVERY. ONE! Instructions include VENTRILOQUISM or DOUBLE THROAT. This toy instrument lets you throw your voice in mouth out of night. Also do amazing bird and animal imitations easily!

No. 3461. Complete Outfit 25¢

## JOKE GUN!



Pucker the Lips Gun. Chew it and lips curl up! No. 2738. 25¢ Pkg. 3 for \$1.00



THE MOST UNUSUAL FIGHTING TEAM OF ALL TIME!!

# THE X-MEN™ in TWILIGHT OF THE MUTANTS!



THE INVADER... HE WHO CALLS HIMSELF **ERIK THE RED**... HAS CRACKED OUR OUTER DEFENSES! AND WITH OUR GLORIOUS LEADER, **MAGNETO**, A TEMPORARY INVALID...

...WE CANNOT PERMIT THE INTRUDER ANOTHER STEP FORWARD! THIS MENACE TO OUR NOBLE MUTANT LORD MUST BE... **DESTROYED!**

PERHAPS, BOASTFUL ONE, YOU HAVE NEVER READ THAT MOST PRACTICAL RECIPE FOR ROAST CHICKEN WHICH BEGINS --- **FIRST, CATCH A CHICKEN!**

**THE RECIPE FOR THIS DELECTABLE DISH!**  
TAKE ONE WELL-SEASONED EDITOR-- **STAN LEE**  
AND ONE HALF-BAKED WRITER-- **ARNOLD DRAKE**  
SPRINKLE LIBERALLY WITH ART BY-- **DON HECK**  
STIR IN A GENEROUS AMOUNT OF INKING BY-- **and WERNER ROTH**  
COVER THE WHOLE MESS WITH LETTERING BY-- **JOHN TARTAGLIONE**  
**SAM ROSEN!**

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NOW WE SHALL SEE  
WHO IS THE **HUNTED**  
...AND WHO THE  
**HUNTER!** OBSERVE...

... AS  
YOUR  
DREAM OF  
CONQUEST  
**BEATS**  
ITSELF  
AGAINST  
THE WALL  
OF  
REALITY!

A comic book panel showing a character being hit by a large green 'BWACK!' sound effect. The character is partially visible on the left, and the sound effect is a large, stylized green letter with a yellow outline.

TOO LATE, DREAMER!  
AS YOU SEE, YOUR ILLUSION  
**SHATTERS** INTO TEN THOUSAND  
PIECES... BEFORE YOUR EYES!  
AND IF THAT IS NOT PROOF  
ENOUGH---

**ENOUGH!**

**ATTACK! ONE  
AT A TIME OR IN  
UNISON! USE ANY  
METHOD AND ALL  
WEAPONS AT YOUR  
COMMAND! BUT...  
HE...MUST...  
NOT...PREVAIL!**

**CRACK!**

...SEE HOW  
THEY FALL  
BEFORE MY OWN  
MUTANT MIGHT...  
IN WHOLESALE  
LOTS!





CONTINUED AFTER NEXT PAGE



# 80,000 CANDLEPOWER

FROM ONLY SIX STANDARD FLASHLIGHT BATTERIES IN 3-CELL LENGTH

**SKIN DIVERS  
UNDERWATER  
BEAM LIGHTS**

**TREMENDOUS POWER on LAND!**

\$8.39  
(6 for \$5.95 ea.) ppd.

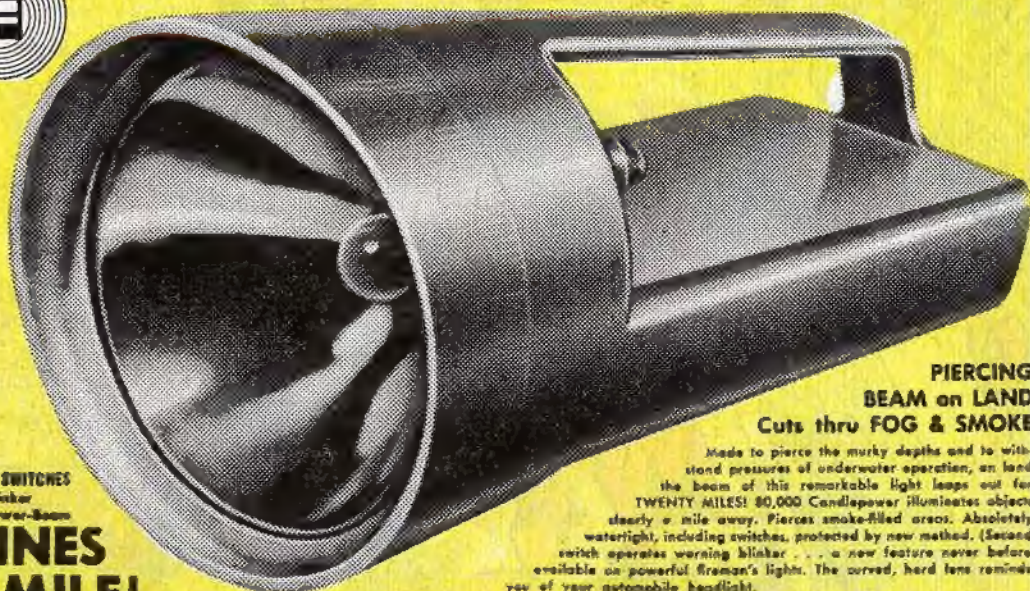


*Fire & Police Depts.  
USE AND RECOMMEND*



**BEAM  
LIGHTS**

Used by skin divers, hunters, fishermen, shippers, watchmen, fire departments, police (who hail this new light as the answer to their needs).



**PIERCING  
BEAM on LAND  
Cuts thru FOG & SMOKE**

Made to pierce the murky depths and to withstand pressures of underwater operation, on land the beam of this remarkable light leaps out for TWENTY MILES! 80,000 Candlepower illuminates objects clearly a mile away. Pierces smoke-filled areas. Absolutely watertight, including switches, protected by new method. (Second switch operates warning blinker . . . a new feature never before available on powerful fireman's lights. The curved, hard lens reminds you of your automobile headlight.

HAS TWO SWITCHES  
One Blinker  
One Power-Beam

**SHINES  
A MILE!**

**No Fish Can Resist  
SPANISH FLY  
Bait Oil**



**Ancient Formula  
Now Legal for Fishermen**

Long a secret, nature product, this new aerosol spray formulation works on the most active sensory organs a fish possesses. Arose like perfume attracts both male and female fish by working on the forces that control life itself. SPANISH FLY Bait Compound is legal in all states for fish attracting. Spray it on lures, bait, hooks, lines and sinkers. Emulsion spreads thru fresh or salt water in all directions and drives fish wild whether you troll, cast, spin or still-fish. \$4.95 in long-lasting aerosol spray can sent postpaid if cash accompanies order. Postage and handling charges added to COD orders. Satisfaction absolutely guaranteed.

**FREEMAN ELECTRIC CO.**

MARIO

501 Newton Bldg.,  
Freeman, Mo. 64746

Ship as follows (postpaid)

- ☐ 6 Beam Lights @ \$5.95 ea. (Total \$28.70)  
☐ 1 Beam Light @ \$8.39

☐ Cans of SPANISH FLY  
@ \$4.95 each ppd.

Name \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ State \_\_\_\_\_ Zip \_\_\_\_\_

MONEY BACK GUARANTEE



MESMERO AND THE OTHER LOYAL TROOPS OF MAGNETO HAVE BEEN TRAPPED BY THE ONE CALLED ERIK THE RED! AND **NOW** HE APPROACHES THIS CHAMBER!

HIS GOAL IS **CLEAR**... TO OVERPOWER MAGNETO AND MAKE HIMSELF EMPEROR OF THE MUTANTS! I WISH MY **OWN** COURSE WERE AS **CLEAR**!

I AM CERTAIN **ICEMAN** DID NOT LIE TO ME WHEN HE SPOKE OF MAGNETO'S EVIL HISTORY! BUT, EVEN SO, I HAVE **LITTLE CHOICE** LEFT TO ME!

THE MAN IS MY **FATHER**! EVIL AS HE MAY BE, I CAN NOT FORGET THAT **HIS** BLOOD RUNS IN **MY** VEINS! I MUST DEFEND MAGNETO WITH MY VERY **LIFE**!

**STOP** WHERE YOU ARE! I AM THE DAUGHTER OF MAGNETO! THE POWER THAT IS **HIS** IS ALSO MINE TO **COMMAND**!

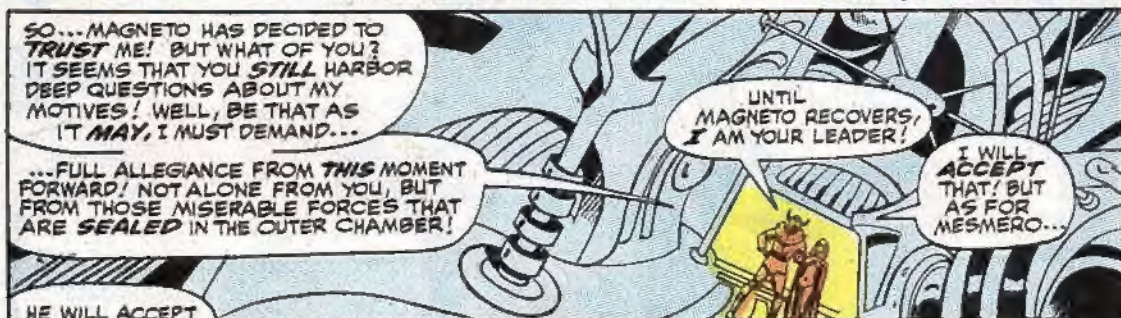
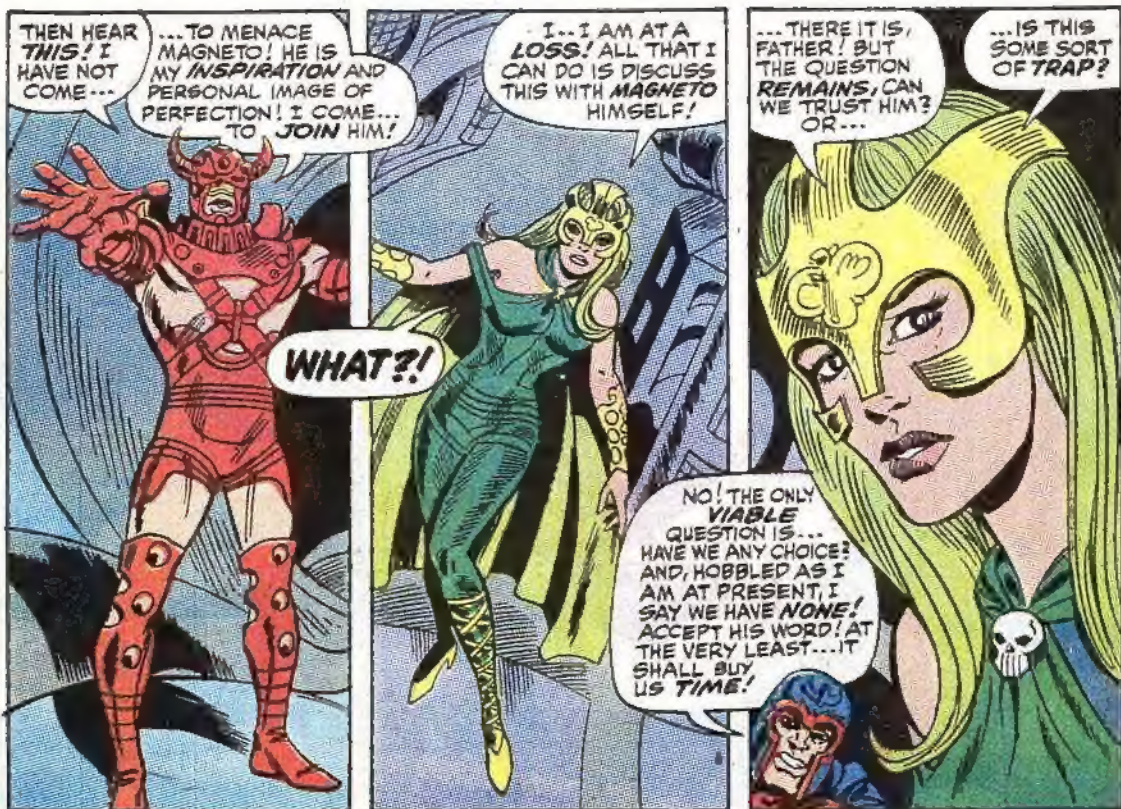
ADVANCE ONE MORE STEP AND I SHALL HAVE TO **KILL** YOU! DO NOT MAKE ME DO THIS THING, ERIK THE RED! I WILL BE **TRULY** SORRY --- BUT YOU WILL BE NO LESS **DEAD**!

DO YOU THINK IT IS **THAT** SIMPLE TO TURN YOURSELF INTO A COLD-BLOODED KILLER? **NEVER** MIND--

--I DID NOT COME HERE TO **DEBATE** MORALITY! I HAVE SOMETHING IMPORTANT TO **TELL** YOU!

THEN SPEAK AT THIS **DISTANCE**! I HAVE GREATER FAITH IN THE SPACE THAT SEPARATES US THAN I DO IN YOUR **WORD**!



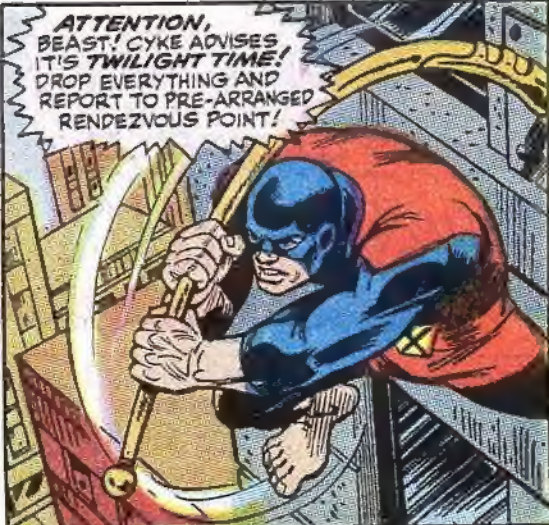




SHORTLY, AS THE TELEPATHIC MARVEL GIRL RECEIVES A MENTAL MESSAGE FROM CYCLOPS...



READY TO BEGIN OPERATION TWILIGHT! CONTACT THE OTHERS AND RENDEZVOUS AS PLANNED! MAINTAIN TIGHT SECURITY ALL THE WAY! GOOD LUCK, MARVEL GIRL!



ATTENTION, BEAST! CYKE ADVISES IT'S TWILIGHT TIME! DROP EVERYTHING AND REPORT TO PRE-ARRANGED RENDEZVOUS POINT!



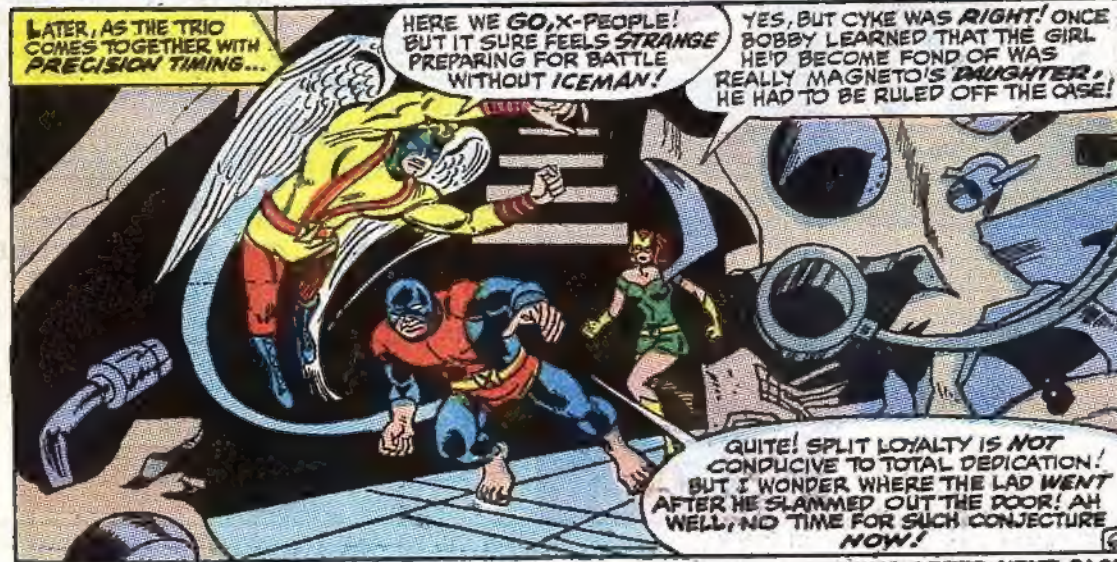
I'M ON MY WAY, FAIR MAIDEN! I SHALL BE THERE IN THREE BOUNCES AND A SWOOSH! WHERE DEADLY DANGER MATERIALIZES, THERE GO I! WHICH MAKES ME EITHER ALL GUTS...OR PART NUTS!



DID YOU SEE THAT, MILDRED? A GUY FLYING UNDER THE BRIDGE! WITH WINGS YET!

MESSAGE RECEIVED, MARVEL GIRL! ONE'LL GET YOU TEN THAT I CAN FLAP MY WAY THERE BEFORE YOU CAN LEVITATE YOURSELF! TALLY-HO, GIRL!

HERMAN, HOW MANY TIMES HAVE I TOLD YOU NOT TO DRINK BEFORE DRIVING?



LATER, AS THE TRIO COMES TOGETHER WITH PRECISION TIMING...

HERE WE GO, X-PEOPLE! BUT IT SURE FEELS STRANGE PREPARING FOR BATTLE WITHOUT ICEMAN!

YES, BUT CYKE WAS RIGHT! ONCE BOBBY LEARNED THAT THE GIRL HE'D BECOME FOND OF WAS REALLY MAGNETO'S DAUGHTER, HE HAD TO BE RULED OFF THE CASE!

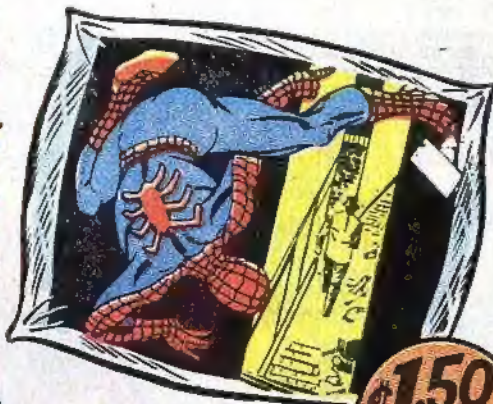
QUITE! SPLIT LOYALTY IS NOT CONDUCTIVE TO TOTAL DEDICATION! BUT I WONDER WHERE THE LAD WENT AFTER HE SLAMMED OUT THE DOOR! AH WELL, NO TIME FOR SUCH CONJECTURE NOW!

CONTINUED AFTER NEXT PAGE



# IT'S BRAND NEW!! MARVEL'S SWINGIN' INFLATABLE PLASTIC PILLOWS!

INTRODUCING THE LATEST, MOST ORIGINAL MARVEL MERCHANDISING MASTERPIECES EVER... THREE DIMENSIONAL SUPER-HERO PLASTIC PILLOWS THAT CAN HOLD MORE WEIGHT THAN YOU CAN SHAKE A FORBUSH AT! YOU CAN BANG 'EM! TOSS 'EM! EVEN LET 'EM HANG LOOSE ON THE WALL! ...EITHER SPIDER-MAN OR THOR, IN FULL COLOR 'ET!



**\$1.50**  
PLUS 15¢  
FOR POSTAGE  
AND HANDLING



I'D LIKE \_\_\_\_\_ SPIDER-MAN PILLOWS.  
I'D LIKE \_\_\_\_\_ THOR PILLOWS.  
TOTAL → \_\_\_\_\_

SEND TO:  
MARVEL COMICS GROUP, DEPT. PP  
625 MADISON AVE. NYC. N.Y. 10022

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

CITY \_\_\_\_\_

STATE \_\_\_\_\_

ZIP \_\_\_\_\_

SEND NO CASH! CHECK  
OR MONEY ORDER ONLY.

## MARVEL SUPER-HERO T-SHIRTS

ONLY \$2.00 EA. INCLUDING  
POSTAGE AND HANDLING. WRITE  
SIZE IN COUPON BELOW:  
YOUTH - MEDIUM - LARGE  
ADULT - SMALL - MEDIUM - LARGE



WE'VE ONLY GOT A  
LIMITED SUPPLY.  
FRANTIC ONES, SO RUSH  
YOUR ORDER IN NOW!

## The MERRY MARVEL MARCHING SOCIETY MEMBERSHIP KIT!

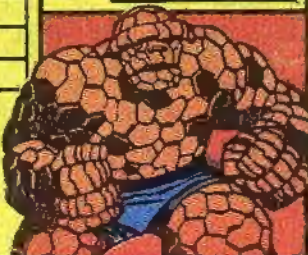
ALL NEW MEMBERSHIP KIT:  
AN OFFICIAL RECORDING  
OF M.M.M.S. SONG...  
SWINGIN' STICKERS OF  
EIGHT MARVEL HEROES  
...A NUTTY NEW NOTE  
PAD...A MARVEL MINI-  
BOOK...A MARVEL  
PENCIL...AN M.M.M.S.  
CERTIFICATE...YOUR OWN  
MEMBERSHIP CARD...  
**ALL FOR ONLY \$100**  
PRESENT MEMBERS:  
SEND US YOUR MEMBERSHIP  
NUMBER AND WE'LL  
SEND YOU NEW KIT FOR 75¢

T-SHIRTS	SIZE	QUANTITY
CAPT. MARVEL		
SPIDER-MAN		
THE HULK		
THOR		

TOTAL

\$

MERRY MARVEL  
MARCHING SOCIETY  
KIT \$ \_\_\_\_\_



OKAY, MADMEN... HERE'S MY HARD-  
EARNED CASH, WHICH I'M SENDING YOU AT:  
M.M.M.S. MARVEL COMICS GROUP DEPT. A.J.  
625 MADISON AVE. NYC. N.Y. 10022

NAME \_\_\_\_\_

ADDRESS \_\_\_\_\_

CITY \_\_\_\_\_

STATE \_\_\_\_\_

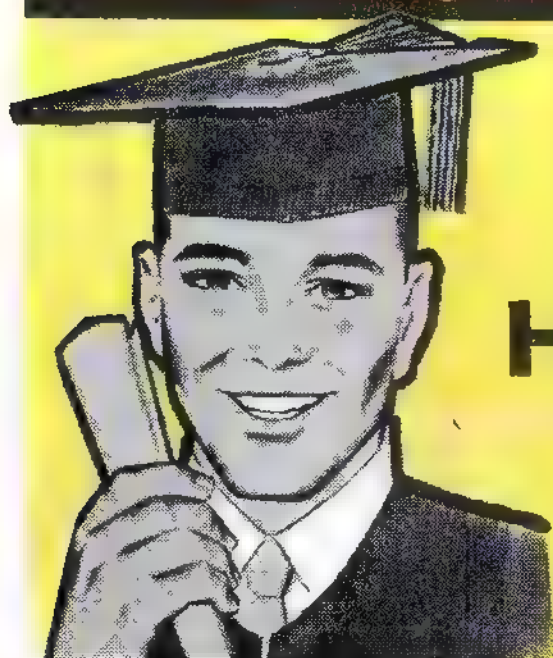
ZIP \_\_\_\_\_

PLEASE: SEND NO CASH!  
CHECK OR MONEY  
ORDER ONLY!

ADD 20¢ EXTRA FOR EACH CANADIAN AND EUROPEAN ORDER! ALLOW 3-4 WEEKS FOR DELIVERY!



**Second chance for high school drop outs to get a diploma**



# Now you can Finish High School at home

**EARN A DIPLOMA IN YOUR SPARE TIME  
WITHOUT LOSING A DAY'S PAY**

## QUALIFY FOR A BETTER JOB HIGHER PAY • GREATER SECURITY

**\$75,000 extra income in a lifetime**

U.S. Government figures show the average high school graduate earns \$75,000 more than the non-graduate. Here's what you can do with the extra money:



Live in a home of your own in a fine neighborhood.

Drive a new car, provide other luxuries for your family.



Watch your savings account grow — enjoy real security.

**H**ERE'S A NEW, easier way for anyone over 17 to finish high school at home — with just a few hours a week of spare-time study. You don't have to go back to school — school comes to you

This new, streamlined program is offered by Academy for Home Study. It was planned especially for working men and women who need a diploma to get ahead and can't take time out to go back to classroom study. It offers these advantages:

- Full Credit for Previous Schooling
- Simplified Lessons • Very Little Writing
- True-False Multiple-Choice Tests
- Qualified Teachers • Easy-to-Read Text Books

A diploma means a lot today — in prestige and in cash, and in greater job opportunities—increased job security.

### Get the Full Story—FREE

Send for Academy's FREE booklet. It tells you how you can finish high school at home. Low cost, easy terms. You will also receive free a valuable Government booklet with advice for drop-outs, and a self-scoring test of your general knowledge. You may discover you are much closer to completing high school than you imagined. Mail coupon below today. Academy, 425 South Dearborn, Chicago, Illinois 60605.

## ACADEMY FOR HOME STUDY

425 S. Dearborn, Dept. 84-907, Chicago, Illinois 60605

Please rush FREE booklet on how to finish high school at home, also free Government booklet and self-scoring test. No obligation.

Name.....Age.....  
Address.....Apt. ....  
City & State.....No.....County.....Zip.....  
State.....No.....

Accredited Member National Home Study Council

964







...THERE CAN BE NO **DISPUTING** THIS POINT MESMERO! UNTIL MY FATHER COMMANDS US AGAIN, **ALL** OF US SHALL OBEY ERIK THE RED!

IS **THIS** THE PAYMENT FOR THE TOTAL DEVOTION I LAVISHED UPON YOUR FATHER? AM I TO BE **CAST ASIDE** FOR THIS USURPER?

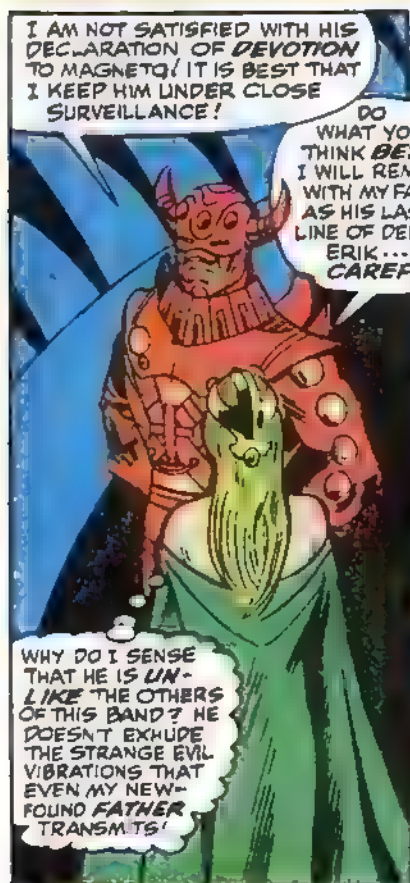


YET IF MAGNETO SO COMMANDS I HAVE **NO CHOICE!** FOR HE IS THE **ONE TRUE** ARCH TECT OF OUR DREAM OF DOMINATION!

YOU ARE **WISE** TO ACCEPT THIS FATE! NOW LEAD YOUR MEN IN A SCOUTING EXPEDITION OF THE OUTLYING AREAS! THE X-MEN WILL SURELY RETURN...AND WE MUST BE ON **TOTAL GUARD!**

IT SHALL BE DONE! BUT DO NOT MISTAKE MY FIDELITY TO **MAGNETO** FOR FEAR OF YOU!

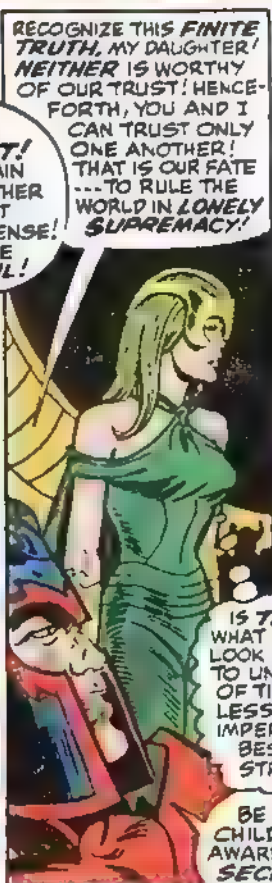
WHEN THIS EMERGENCY HAS RUN ITS COURSE YOU AND I SHALL PUT THIS ISSUE TO REST...THROUGH **DEADLIEST COMBAT!**



I AM NOT SATISFIED WITH HIS DECLARATION OF **DEVOTION** TO MAGNETO! IT IS BEST THAT I KEEP HIM UNDER CLOSE SURVEILLANCE!

DO WHAT YOU THINK **BEST!** I WILL REMAIN WITH MY FATHER AS HIS LAST LINE OF DEFENSE! ERIK...BE **CAREFUL!**

WHY DO I SENSE THAT HE IS **UN-LIKE** THE OTHERS OF THIS BAND? HE DOESN'T EXHUDE THE STRANGE EVIL VIBRATIONS THAT EVEN MY NEW-FOUND FATHER TRANSMITS!



RECOGNIZE THIS **FINITE TRUTH**, MY DAUGHTER! **NEITHER** IS WORTHY OF OUR TRUST! HENCEFORTH, YOU AND I CAN TRUST ONLY ONE ANOTHER! THAT IS OUR FATE...TO RULE THE WORLD IN **LONELY SUPREMACY!**

THERE THEY GO... MESMERO AND HIS **FUN-LOVING COBRAS!** NOW'S OUR CHANCE! WE CAN...  
...FINISH THEM OFF RIGHT NOW... BEFORE THEY KNOW WHAT'S HIT THEM! LET'S GO, FRIENDS!

**NO!** CYCLOPS WORKED OUT THIS OPERATION TO THE **LAST DETAIL!** WE'LL STICK TO THAT SCHEDULE!

IS THAT WHAT I HAVE TO LOOK FORWARD TO UNTIL THE END OF TIME...A LOVE-LESS LIFE OF IMPERIOUS **SWAY** BESIDE THIS STRANGE MAN?

BE CAREFUL, MY CHILD... FOR I AM AWARE OF YOUR MOST **SECRET MUSINGS!**





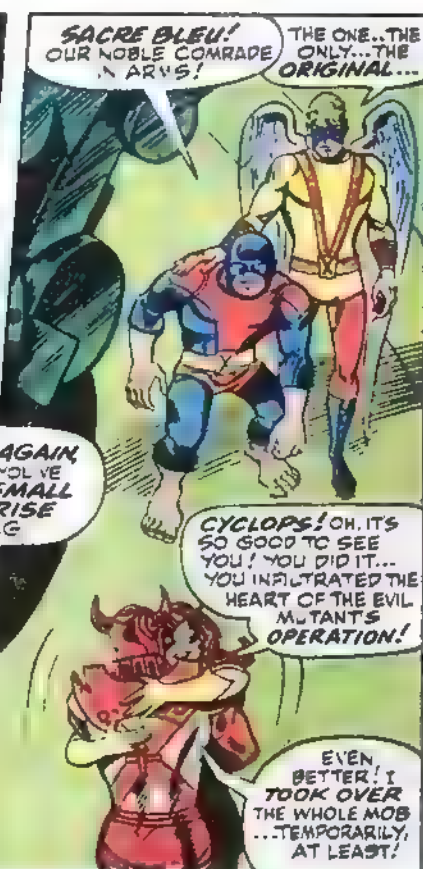
HOLD, WHO DARES INVADE THE SACRED LAIR OF THE ALL-POWERFUL MAGNETO?

YIIII! WE'VE BEEN SPOTTED. PREPARE FOR ATTACK!



WHO IS IT? FIGURE IN THE SHADOWS! CAN'T MAKE HIM OUT!

LOOK AGAIN, CHUM! YOU'VE GOT A SMALL SURPRISE COMING

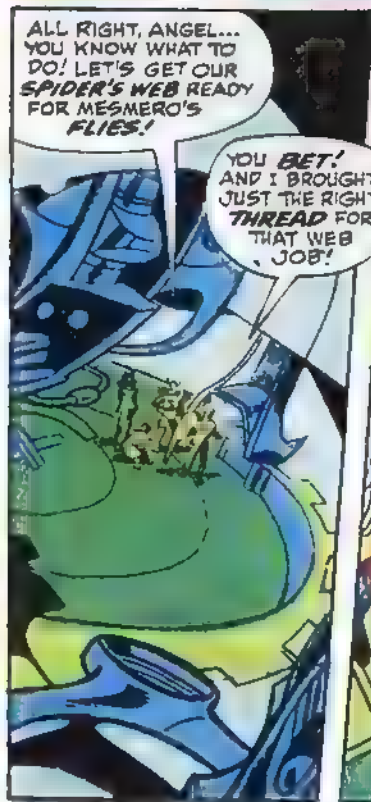


SACRE BLEU! OUR NOBLE COMRADE IN ARMS!

THE ONE...THE ONLY...THE ORIGINAL...

CYCLOPS! OH, IT'S SO GOOD TO SEE YOU! YOU DID IT... YOU INFILTRATED THE HEART OF THE EVIL MUTANTS' OPERATION!

EVEN BETTER! I TOOK OVER THE WHOLE MOB... TEMPORARILY, AT LEAST!



ALL RIGHT, ANGEL... YOU KNOW WHAT TO DO! LET'S GET OUR SPIDER'S WEB READY FOR MESMERO'S FLIES!

YOU BET! AND I BROUGHT JUST THE RIGHT THREAD FOR THAT WEB JOB!



THIS REEL OF COPPER TAPE, PROPERLY LINED ALONG THE FLOOR, IT BECOMES A PART OF THE FLOOR DESIGN!

BUT, THIS DANDY CONDUCTOR OF ELECTRICITY IS THERE FOR MORE THAN INTERIOR DECORATING PURPOSES, EH?

AND ONCE THEY'RE DISPOSED OF, THE WORLD WILL BE RID OF ITS WORST THREAT SINCE THE BUBONIC PLAGUE!



WHEN THE UNSUSPECTING MESMERO AND HIS MEN RETURN, 1,000 VOLTS OF ELECTRICITY WILL COURSE THROUGH THAT INNOCENT-LOOKING FLOOR DESIGN!





I LIKE THE **IRONY** OF BAGGING THESE MISERABLE WISITS WITH THEIR **OWN** HOUSE CURRENT!

BUT THE FEET PRODUCING THAT APPROACHING SOUND THOUGH UNSEEN BY THE X-MEN, BEAR A **FAMILIAR FORM...**

WAIT TILL THE **OTHERS** HEAR WHAT I LEARNED ABOUT **LORNA** IN HER HOME TOWN! ESPECIALLY **CYKE...** HE'LL **REALLY EAT CROW!**

HOLD IT! I HEAR THEM APPROACHING! HERE IT... **GOES!**

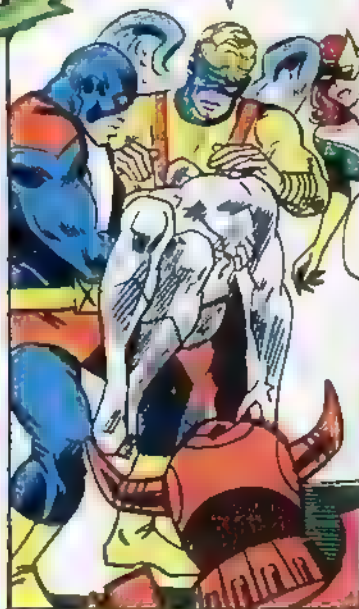
**HANK!** DO YOU SEE WHAT I SEE! TELL ME I'M **WRONG, BUDDY!**

I CAN'T... BECAUSE IT'S **TRUE!** THAT'S NOT MESMERO... IT'S **BOBBY** HIMSELF! **CYKE...** STOP! DON'T PULL THAT **SWITCH!**



**CYKE CUT THE POWER THE MOMENT BOBBY HIT THE COPPER TAPE SO THE IMPACT WAS REDUCED!**

BUT HE STILL TOOK A PRETTY GOOD **JOLT!** A KID WHO WASN'T IN TOP CONDITION WOULD HAVE BEEN **FINISHED** BY IT!



**SUDDENLY...**

WHAT IN THE...?!

THE POWER SUPPLY...IT'S BEEN **BLASTED!**

AND, UNLESS I MISS MY GUESS, THAT WAS **RADIO ENERGY... MUTANT POWER!** THAT CAN ONLY MEAN...

CONTINUED AFTER NEXT PAGE



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OVER 6 FEET LONG

LARGE  
ENOUGH  
FOR TWO KIDS  
INSIDE



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LYNBROOK, NEW YORK 11563

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to boys 12

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Last Name

Print Here





YOU WERE ABOUT TO GUESS  
QUITE ACCURATELY...IT'S I...  
**MESMERO!** AND I HAVE SEEN  
THE TRAP WHICH YOU LAID  
FOR ME...

... CATCH YOUR OWN COHORT  
IN ITS HIGH-VOLTAGE CLAWS! AND  
NOW I KNOW WHAT I SHOULD HAVE  
SUSPECTED FROM THE START...  
ERK THE RED 'S THE **INFERNAL  
CYCLOPS**... LEADER OF THE  
X-MEN!

A LOT OF  
**GOOD** THAT WILL  
DO YOU CREEP!  
WATCH CLOSELY  
WHILE I WIPE THE  
FLOOR WITH YOUR  
BOYS...AND  
YOU!

**QUICK,**  
BEAST... GET  
ICEMAN TO  
**SAFETY!** I'LL  
HOLD THEM  
OFF!

THEY'VE RUN IN  
REINFORCEMENTS.  
BUT I'LL PLT A RING  
OF PSYCHIC ENERGY  
AROUND THEM UNTIL  
YOU'RE OUT OF  
RANGE, BEAST!

THANK YOU  
KINDLY,  
MA'AM!



DON'T WASTE YOUR SHOTS  
NOW, FELLOWS! I'LL BE  
BACK IN A MOMENT, AS  
SOON AS MY FRIEND IS  
**SAFE AND SOUND!**

THEN WE CAN  
ALL HAVE A **GAY  
SAVOTTE**...DANCING  
IN FULL ABANDON  
TO A TUNE WHICH I  
SHALL **PLAY** UPON  
YOUR **SKULLS**...  
WITH **BOTH FEET!**





THE BIRD MAN WILL NOT FLY HALF SO WELL WHEN HE MUST CARRY US WITH HIM!

AYE! LET US SEE HOW THE EAGLE SCARS WITH LEADEN WINGS!

THEY'RE NOT FAR FROM WRONG! BUT THE ONLY WAY TO STOP THESE GUYS IS TO KAYO MESMERO! THAT'S THE TICKET!

SHOT OF MUTANT ENERGY...SEARING RIGHT THROUGH ME! MESMERO...STRUCK FIRST!

COUNT AGAIN, MESS E: ANGEL WILL STILL BE DODGING DO-BADDERS WHEN YOU'RE CHIEF STOKER IN THE DEVIL'S BOILER ROOM!



YOUR BODY CAN NOT LONG STAND THE IMPACT OF RAW MUTANT ENERGY! THIS IS YOUR FINAL MOMENT, ANGEL!

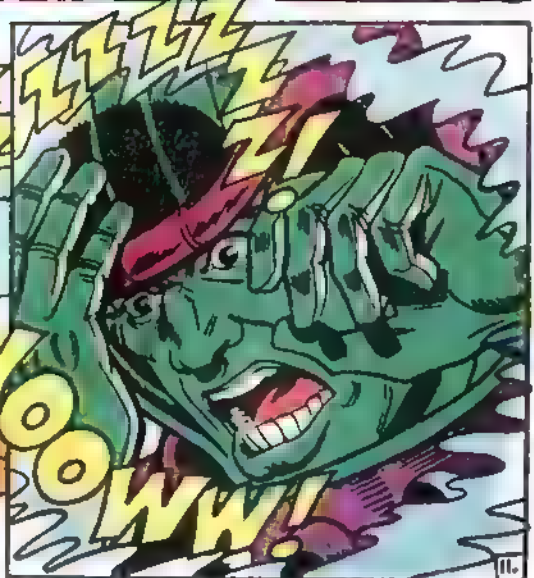
TWO CAN PLAY THAT GAME, MESMERO! AND THE BLADE EDGE OF MY THOUGHT WAVES!



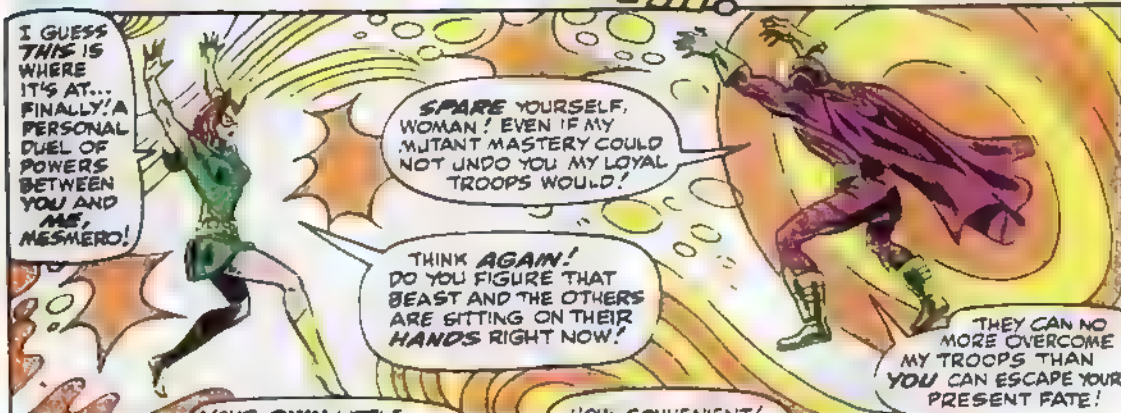
...CUTS JUST AS DEEP AS ANYTHING YOUR EVIL ENERGIES CAN DO! LET'S SEE IF YOU CAN TAKE IT AS WELL AS YOU SPOON IT OUT!



LET US SEE HOW BRASH YOU ARE AS ALL THE FIRES OF VULCAN SEEK YOUR BRAIN!









BEHOLD, MY CHILD!  
ALL THESE YEARS  
OF CAREFUL  
PLANNING AND  
TRAINING...

...THREATENED BY  
MY MORTAL ENEMIES  
...THE X-MEN!

THEY WILL NOT  
REST UNTIL I  
AM UNDONE AS  
WELL! AND ONLY  
YOU CAN PRE-  
VENT THAT

HOW SAY YOU  
THEN, GIRL? WILL  
YOU LET ME BE  
TURNED INTO  
**DRIEST DUST?**

HOW COULD I SAY OTHERWISE?  
**WHATEVER** THE MAN IS...PROPHET  
OR MANIAC...HE'S **STILL** MY FLESH  
AND BLOOD! THE GENES WE SHARE  
COMMAND ME MORE  
THAN LAWS AND  
ETHICS!

I...I  
HAVE NO  
CHOICE! I...I  
WILL DRIVE OFF  
THE X-MEN  
FATHER!

LORNA!  
WAIT! YOU'VE  
BEEN  
**TRICKED!**  
I CAN PROVE  
IT!

**ICE MAN!** AND YOU'RE  
**BOBBY** AS WELL, AREN'T  
YOU?

BUT YOU'RE SO  
PALE AND WEAKENED? WHAT'VE  
THEY **DONE**  
TO YOU?

IT'S A LONG STORY  
BUT I WILL WAIT!  
I WENT TO  
YOUR HOME!  
QUESTIONED  
YOUR  
**FOLKS!**  
READ THE NEWS-  
PAPER FILES!

THE NEWS-  
PAPERS? BUT  
WHY? AND YOU  
**KNOW** NOW  
THAT THEY'RE  
NOT MY REAL  
PARENTS!

THAT'S RIGHT, BUT  
NEITHER IS **MAGNETO!**  
HE'S CONNED YOU!

**WHAT?!**

I KID YOU **NOT!** YOUR  
PARENTS WERE KILLED IN  
A PLANE CRASH ONLY  
**WEEKS** AFTER YOU WERE  
BORN! YOUR FATHER'S  
SISTER AND HER HUSBAND...

...BROUGHT YOU UP! BUT THEY WERE  
**AFRAID** YOU'D BE HUNG UP WHEN  
YOU LEARNED YOU WERE ADOPTED  
SO THEY **NEVER** TOLD YOU! MAGNETO  
SPOTTED YOUR MUTANT POWERS...

...AND WHEN HE SNIFFED OUT  
YOUR **TRUE** STORY HE SET OUT  
TO CONVINCE YOU THAT YOU WERE  
**HIS** DAUGHTER! I'VE GOT  
AFF DAVITS TO SUPPORT IT  
ALL!

**WAIT!** WHERE  
ARE YOU GOING?  
**COME BACK!**

NO! I'VE GOT A  
SCORE TO SETTLE  
WITH MESSIAH AND  
MY...**DARLING**  
**DAD!**

THEN I'M **NOT** THE  
QUEEN OF THOSE  
TWISTED BEINGS?

HOW **COULD** YOU  
BE SWEETHEART?  
THERE'S NOT AN  
EVIL BONE IN  
YOU!

OH, BOBBY!  
YOU'VE LIFTED  
SUCH A CRUSH-  
ING **STONE**  
FROM MY SOUL!



MY COMPATRIOTS, I DO BELIEVE OUR BACKS ARE LITERALLY TO THE WALL! THAT LEAVES US BUT ONE OPTION... **FIGHT!**

WE DON'T EVEN HAVE **THAT** OUT! LOOK! THEY'VE GOT A GUN TO ANGEL'S HEAD!

**PRECISELY, CYCLOPS! AND WE HAVE NO COM-  
PUNCTIONS ABOUT USING  
IT IF YOU REFUSE TO  
CLEAR OUT OF HERE**

**MORE THAN THAT--  
I SAY WE USE IT ON HIM,  
WHETHER THEY RETREAT  
OR NOT!**

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**MORE THAN THAT--  
I SAY WE USE IT ON HIM,  
WHETHER THEY RETREAT  
OR NOT!**

BUT IN ONE BLINDING INSTANT, THE TABLES ARE AMAZINGLY TURNED--

ZZZZZZ

CKZZZ

AND SO I DESTROY YOU... WITH THE VERY POWER THAT YOU HELPED ME TO DEVELOP!

MY DAUGHTER-- HAVE YOU GONE MAD? YOU ARE AIDING THOSE WHO WOULD CRUSH YOUR OWN FATHER TO THE GROUND!

BUT IN ONE BLINDING INSTANT, THE TABLES ARE AMAZINGLY TURNED--

ZZZZZZ

CKZZZ

AND SO I DESTROY YOU... WITH THE VERY POWER THAT YOU HELPED ME TO DEVELOP!

MY DAUGHTER-- HAVE YOU GONE MAD? YOU ARE AIDING THOSE WHO WOULD CRUSH YOUR OWN FATHER TO THE GROUND!



A MOMENT LATER IN THE EMPTY CHAMBERS OF MAGNETO HIMSELF...

TOO LATE, LOLL! POPS! MAGNETO'S DONE A DISAPPEARING ACT! AND...LISTEN! A TAPED MESSAGE!

FAREWELL, MY NOBLE ADVERSARIES. ONCE MORE I HAVE MADE THE CRUCIAL ERROR OF UNDERESTIMATING YOUR RESOURCEFULNESS! BUT I PROMISE YOU IT SHALL NOT HAPPEN AGAIN FOR...IN SIXTY SECONDS...YOU WILL BE BLOWN TO KINGDOM COME!

THAT'S ABOUT THE OLDEST TRICK IN THE BOOKS! HE BUFFS US INTO CLEARING OUT OF HERE... WHILE HE SATS OUTSIDE WITH A PISTOL OF TNT!

NO! HE DID MINE THE ENTIRE PLACE. I CAN SENSE IT! MENTAL BRATONS REMAIN IN THE ROOM RUN... ALL OF YOU!

BATWOOM!

OKAY JEAN... OUR HATS ARE OFF TO YOUR MENTAL MAGIC! ABOUT IT... OUR HEADS WOULD BE OFF!

REGARD OUR INVALIDED CONFRERE! HE HAS AN IMPRESSIVE TALENT FOR CHOOSING BEAUTIFUL NURSES!

IF YOU'RE RIGHT, MARVELOUS MISS, YOU'RE SAVING OUR SKINS. BUT IF YOU'RE WRONG... WE'RE RUNNING STRAIGHT INTO MAGNETO'S TRAP!

COMPETENT ONES TOO HANK! HE'S RECOVERING VERY QUICKLY!

FROM HERE ON I EXPECT SEVERAL MINOR RELAPSES!

THIS IS ONE PARTICULAR CONVALESCENCE THAT I'M NOT GOING TO HURRY! IT'S TOO DAMN MUCH FUN... R'IGHT, LORNA?

R'IGHT, NOW HOW ABOUT SOME MORE MUSCULAR THERAPY... AT THE FRISKOTEQUE?!

GATHER YE ROSEBUDS WHILE YE MAY, X-MEN FOR IN A SHORT WHILE, THE CRY WILL BE FOR THEM...

CYCLOPS... WANTED, DEAD OR ALIVE!



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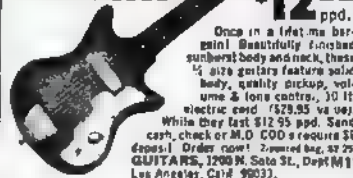
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# THE CRIMES OF THE CONQUISTADOR!



EYAAAH!

YES, HENRY MCCOY, YOU NEATLY OVERCAME MY BAND OF SKILLED WARRIORS ...AN AMAZING FEAT FOR ONE SO YOUNG!

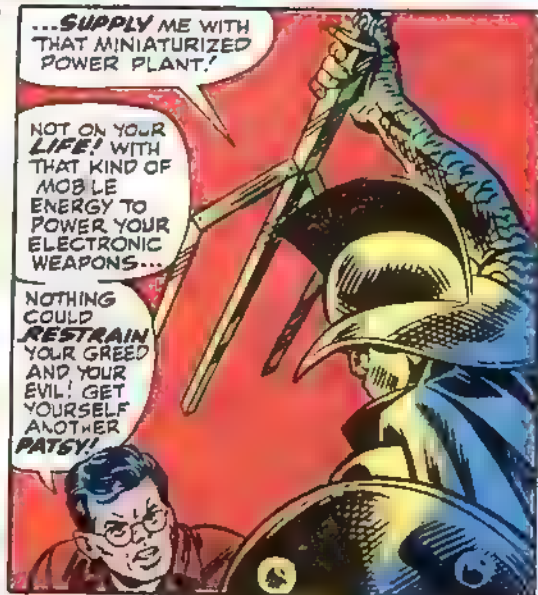
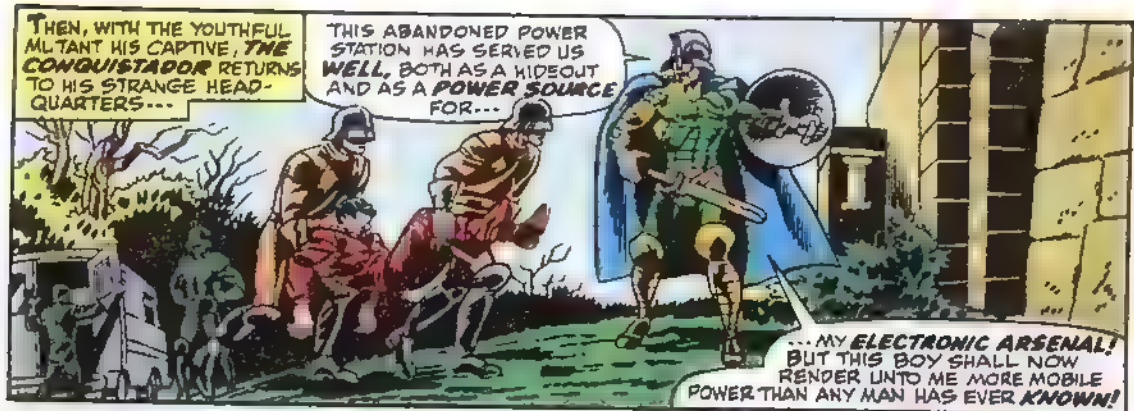
BUT NOW YOU MUST FACE ONE WHOSE POWER AND COURAGE MORE THAN EQUAL YOUR OWN! HERE...FEEL THE WRATHFUL STING OF MY ELECTRONIC GENIUS! I, WHOM ONE DAY ALL MEN SHALL CALL...**EL CONQUISTADOR!**

IT'S LIKE TEN THOUSAND HOT KNIVES SLASHING THROUGH MY ENTIRE **BODY!** CAN'T HOLD OUT AGAINST...

...SUCH INCREDIBLE **PAIN!** ANOTHER MOMENT AND MY NATURAL DEFENSES WILL RENDER ME **UNCONSCIOUS** BUT...WHY ME? WHAT DOES THIS WEIRD WARRIOR WANT WITH...**ME?**

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IT IS! BUT IT'S QUITE FEEBLE! THE LAD IS IN TROUBLE, ALL RIGHT! SOMETHING TO DO WITH HIS PARENTS!

IF I COULD PULL A SHARP DIRECTIONAL INDICATION, I COULD SEND YOU TO WHERE—EVER HE IS!

BUT THE SIGNAL'S TOO WEAK FOR THAT! HOWEVER...

...I'VE BEEN WORKING ON AN ELECTRONIC **BRAIN WAVE** DETECTOR FAR MORE SENSITIVE THAN MY OWN NATURAL ABILITIES!

IT'S STILL TOP SECURITY, THOUGH! SO YOU THREE REMAIN HERE WHILE I SEE IF THAT CAN TELL US THE BOY'S WHEREABOUTS!

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THIS IS IT... **CEREBRO!** RATHER CRUDE, IN THIS FIRST STAGE OF PERFECTION! BUT IT WORKS! AND IT...

...IS BEGINNING TO PICK UP A MUTANT **BRAIN PATTERN** ANSWERING THE DESCRIPTION OF MCCOY'S!

**ATTENTION!** IT'S THE PROFESSOR... A MENTAL MESSAGE!

I HAVE POSITIVELY LOCATED THE BOY! YOU WILL PREPARE FOR IMMEDIATE ACTION!

CONTINUED AFTER NEXT PAGE



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NOW I WILL **OUTLINE** THE JOB YOU MUST DO! I **KNOW** YOU WILL LEARN IT QUICKLY...

...FOR YOUR DECISION TO JOIN ME **PROVED** YOU WERE A LAD WISE BEYOND YOUR YEARS!

ALL IT PROVED IS THAT YOU'VE GOT A **HAMMER** HANGING OVER MY **CRANIUM**, MY FELONIOUS FR END!



NO **ORDINARY** HUMAN MIGHT BE ABLE TO, TRUE! BUT WHAT ABOUT ONE LIKE.....THIS?



THERE'S NO **DOOR** HERE AND NO **WINDOW** IN THIS WALL LESS THAN **TWENTY FEET UP!** SO THEY LEFT IT **UNGUARDED!**



THE **CONQUISTADOR** KNEW THIS WAS THE **CLEVEREST** INGRESS. IF YOU FOUND A BOY WHO COULD **CLIMB** LIKE AN **APE**... NAMELY **ME!**

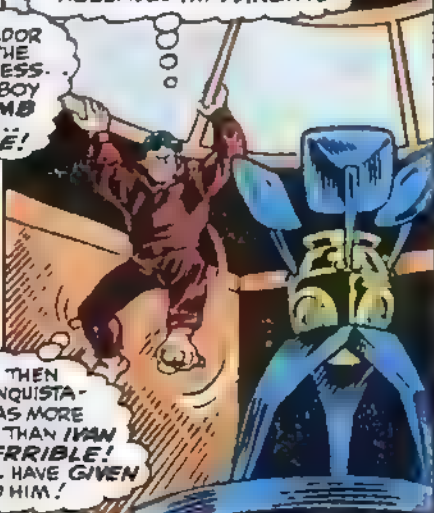
AND THEN THE **CONQUISTADOR** HAS MORE POWER THAN **IVAN THE TERRIBLE!** AND I'LL HAVE GIVEN IT TO HIM!

THIS IS THE **FIRST TIME** THEY'VE USED **GOVERNMENT TROOPS** TO GUARD THIS **LAB!** WHAT'S **UP, OFFICER?**

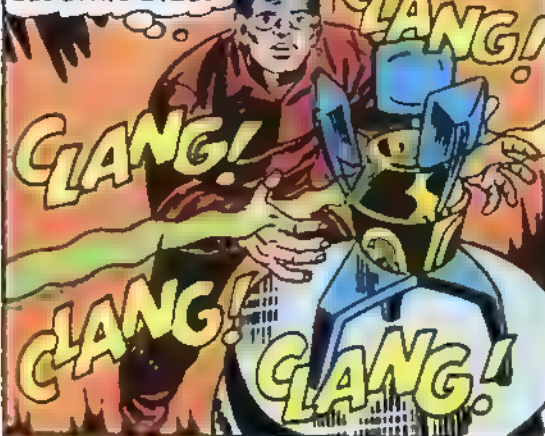
THEY'VE GOT AN **EXPERIMENTAL NUCLEAR REACTOR** IN THERE THAT LOTS OF **FOLKS** WOULD GIVE THEIR **EYE-TEETH** FOR BUT THEY'LL **NEVER** GET IN HERE!



AHHHH! THERE'S THE **SUPER GIZMO!** ALL I HAVE TO DO IS **STEAL** THAT... AND HE **RELEASES** MY **PARENTS!**



CAREFULLY, NOW... DON'T WANT TO UPSET ANY **SONIC DETECTORS** OR... **OH-OH!** TOO LATE! THEY HAD A **CIRCLE** OF **INVISIBLE ELECTRIC EYES!**



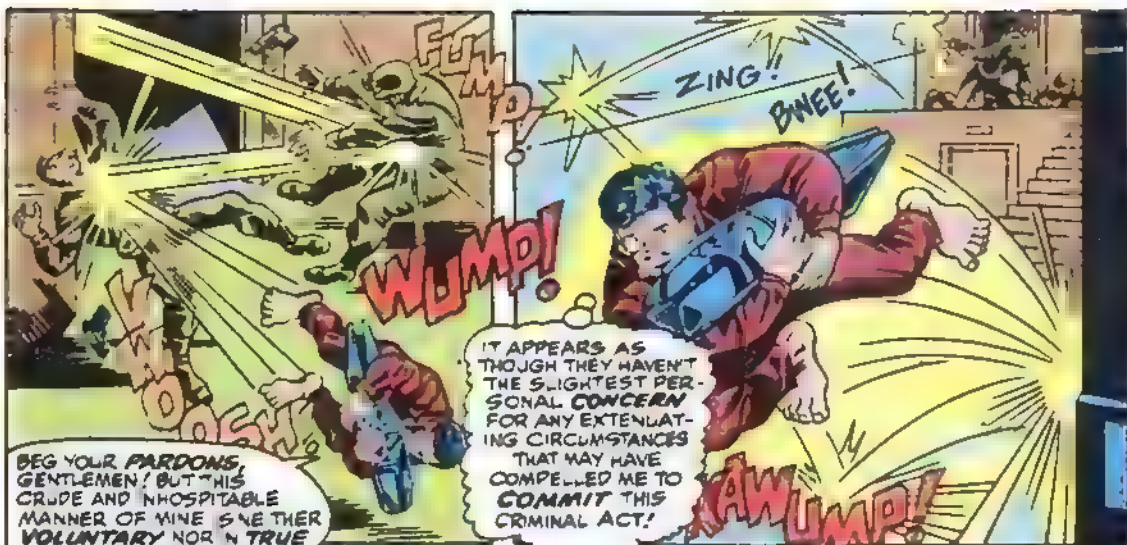
**HALT!** PUT THAT **BACK** OR WE'LL OPEN **FIRE-- TO KILL!**

THEY MEAN **BUSINESS!** MUST BE **UNDER SPECIAL ORDERS!**

BUT I'M **UNDER SPECIAL ORDERS, TOO...** TO **SAVE** MY **FOLKS!**





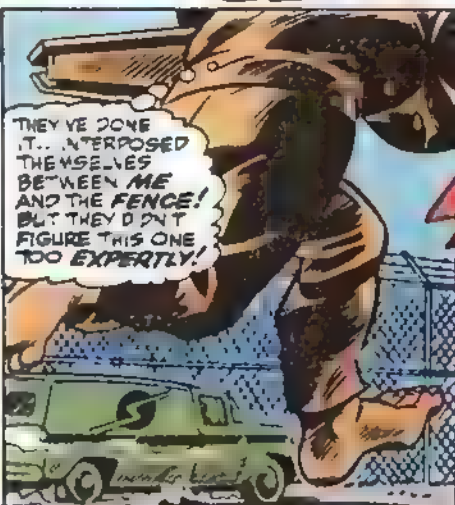


BEG YOUR PARDONS, GENTLEMEN! BUT THIS CRUDE AND INHOSPITABLE MANNER OF MINE IS NEITHER VOLUNTARY NOR A TRUE CHARACTER!

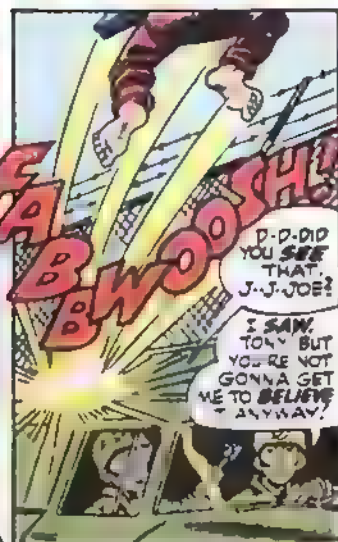
IT APPEARS AS THOUGH THEY HAVEN'T THE SLIGHTEST PERSONAL CONCERN FOR ANY EXTENUATING CIRCUMSTANCES THAT MAY HAVE COMPELLED ME TO COMMIT THIS CRIMINAL ACT!

ALMOST CLEAR, NOW! JUST ONE GOOD BOUND OVER THAT FENCE AND...

OH-OH! TRUCK OVERTAKING ME TRYING TO CUT ME OFF!



THEY'VE DONE IT... INTERPOSED THEMSELVES BETWEEN ME AND THE FENCE! BUT THEY DIDN'T FIGURE THIS ONE TOO EXPERTLY!



D-D-DID YOU SEE THAT, J-J-JOE?

I SAW, TONY, BUT YOU'RE NOT GONNA GET ME TO BELIEVE ANYWAY!

WELL DONE, LAD! WITH THIS SOURCE OF ENDLESS POWER TO FUEL MY ELECTRONIC INVENTIONS, I AM INDOMITABLE!

SHUT YOUR MOUTH, BOY! YOUR PARENTS WILL REMAIN WHERE THEY ARE... DEFINITELY, AS PERMANENT HOSTAGES AGAINST YOUR REBELLIOUS SPIRIT!

UNTIL YOU ARE NO FURTHER USE TO ME!

COULD YOU COOL YOUR RAPTUROUS MAUNDERINGS LONG ENOUGH TO RELEASE MY PARENTS... AS MUTUALLY AGREED?



OKAY YOUNG X-MEN IF EVER THERE WAS A SITUATION THAT DEMANDS YOUR X-CEPTIONAL X-PERTISE THIS IS IT! TRANSLATION. **H-E-L-P!** (NEXT ISK: BEAST JOINS THE CLUB!)



# SENSATIONAL SCOOPS TO STARTLE, STUN, AND SOOTHE YOU!

**ITEM!** It had to happen! **Stan the Man** and Jaunty **JIM STERANKO** have finally teamed up to collaborate on one of Marvel's top strips — none other than **Captain America**. As for Jolly **JACK KIRBY**, the only reason the King has abandoned Cap is to give himself time enough to write with Smiley on a new title — one which promises to become the biggest blockbuster of '69 — and we'll bet you can guess what it'll be!

**ITEM!** Everyone's raving about the new, marvelously mysterious mood that **JIM MODINE** has brought to the Amazing Spider-Man! Fandom agrees that teaming **MADMAN MOONEY** with **JOHNNY (Ring-A-Ding) ROMITA'S** sensational storyboard is just the smartest move we've made since Forbush Man! And by the way, did you know that madcap Mooney is one of our Leaders' oldest and closest friends (although you'd never guess it by the way they're always bawling)? And they're still arguing about who was the first to grow his batty beard.



**ITEM!** Happy **HEART THROB** (James' alias) will be starting a new strip in a month or two. In addition to penning the book, this talented terrific new member of the team will be one of Marvel's most talkative about books — and you never know which strip he's going to do next. You happen to guess that it feels as certain as a vermin monarch who can't exactly be called a good guy!

**KEEPING UP TO DATE DEPT.:** Still the prepress is ending the second half above our unpredictable Bulpen ramrod just shaved off his face (surprised?) Smiley claimed he felt like a member of a rock n' roll group when he'd go out to lunch with **GUSTAVE STAN**, **ARNIE ORARE** and **Jumbo JOHN VERPOORTEN!** Speaking of shrubbery you should see the snazzy new long sideburns that Jolly **SOLLY BRODSKY** is sporting! If they don't stop growing, he'll have to tie them under his shirt. And **Groovy GARY FRIEDMAN** must have been out in the bright sun every second of his stay in California recently, 'cause he's now a real yellow-haired yahoo! Instead of keeping on the lookout for new artists and writers, we may become the only Bulpen with a full-time **BARBER** in attendance!

**ITEM!** Has anyone ever tried counting the number of **AVENGERS** that have appeared in that mag since the first ish? We were arguing about it over coffee one day, and no one has yet come up with the definitive answer. So, if any of you frantic ones wanna earn yourselves a second-hand no-pen, let us know.

**ITEM!** We couldn't sign off without telling you that Fabulous **PLO STEINBERG**, our former (or day) has a great new job at Rockefeller Center. Not to fear, our offices here — and what's to fear here — aren't out there. Marveloid fan letters and d's will be the same old story, no matter where we are. The only fan of mine that ever sent me a letter was the one who said you say in your letters, "Dear Stan."

## STAN'S SOAPBOX

Wow, talk about a thing-a-ma-bow! When we discontinued writing answers to the letters on our fan pages, the whole roof caved in on us. We haven't had so much angry mail since the Human Torch was just a matchstick. One of the letters which really kicked us out was this: "Dear Stan: Here's an amazing confidence. You aren't answering your letters, and I'm not buying your comics — Mike Nave, 1741 Virginia St. Joplin, Mo. 64801." And that's just one of the milder responses! Well, there's only one thing to do — we've got to bow before the world-wide wrath of Marveldom Assembled! The only problem is we were kidding when we announced that we didn't really have time to write the answers to all the letters we publish. So, suppose we compromise? Starting next ish, we'll try to answer those that need answering, and weasel our way out of the others, hoping that nobody will notice. Fair nuff? Okay, till we stumble again and come up with egg on our face, we'll let it go at that — and the next time some numbercraver tells you that we don't really listen to our rabid readers, let us know — we'll sit in a corner and cry a little.

Excelsior!  
Smiley

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- DAREDEVIL #48** — As if our nightless swashbuckler hasn't enough trouble, here comes the sinister, scary stronger than ever Stilt Man! An action treat!
- THOR #160** — You've gotta believe it! The return of Galactus — Ego the Living Planet — the uncanny Recorder and spectral headed imperator!
- CAPTAIN AMERICA #110** — Written by Stan Lee, Drawn by Jim Steranko! Featuring a new partner for Cap. No matter how many pages we print, there won't be enough!
- MULK #112** — Only at Green Sky could the change the Galaxy Master. But the whole world is out there. And what's to be done?

**IRON MAN #10** — After about a billion favor calls, the Iron Man at last gives us the new Iron Man. The story is a real one, and it's a real one. The story is a real one, and it's a real one. The story is a real one, and it's a real one.

**CAPTAIN MARVEL #10** — Here's a new hero, a new hero, a new hero. The story is a real one, and it's a real one. The story is a real one, and it's a real one.

**SHIELD #9** — The story is a real one, and it's a real one. The story is a real one, and it's a real one. The story is a real one, and it's a real one.

**DR. STRANGE #177** — You won't believe it, but when a new Dr. Strange is forced to fight himself, with the very best of the Avengers at his side.

**SGT. FURY #62** — The story is a real one, and it's a real one. The story is a real one, and it's a real one. The story is a real one, and it's a real one.

**CAPTAIN SAVAGE #10** — The story is a real one, and it's a real one. The story is a real one, and it's a real one. The story is a real one, and it's a real one.

**COLLECTOR'S ITEM CLASSICS #19** — The Fantastic Four, Iron Man, and everybody's favorite Master of the Mystic Arts, Doc Strange, at between the covers of a single mag. Bang! 1 day, a new one again.

**RAWHIDE KID #68** — It's wild and woolly action at its Billbo-buster best — as the Kid faces the most dangerous desperado of all — The Ugron!

**MIGHTY MARVEL WESTERN #3** — Hey, there's a real buck! We just realized that Stan the Man himself wrote this entire ish! Wait — you see the master's touch on every action-packed page!

**MILLIE THE MODEL #167** — They're not as fly as superhero yarns — but if the females among you dig a few zany laughs — well, why not?

And, STILL ON SALE—

**SPECTACULAR SPIDER-MAN #2** — The truth about the uncanny Green Goblin — in full dazzling color!

**MARVEL SUPER-HEROES #38** — From a new action away across the star-swept cosmos — come the Guardians of the Galaxy!

**MARVEL TALES #18** — Spidey, Thor, and the Human Torch, battling the deadliest super-villains of all!











# Mutant Mail-Box

ADDRESS YOUR LETTERS TO:  
THE MARVEL COMICS  
GROUP, SECOND FLOOR  
625 MADISON AVE.,  
NEW YORK, N. Y. 10022

Dear Stan, Arnold, and Jim:

When I first read Marvel's latest brainstorm, I thought it wouldn't work! Who would write in a letter putting down a fellow true believer? Well, I answered that for myself when I let my latent mutant powers be aroused by Mr. Flynn's letter which was printed in the October ish of X-MEN! That is why I direct the rest of my letter to him. Although I agree with some of what you wrote, Tom, I have reason to believe you are a spy who is trying to circulate false propaganda in an effort to keep Marvel from taking over the world! My suspicions are not without supporting clues which I shall list: (a) You used the term "Brand Echh" when all Marvel-dom knows that Stan called off such name calling because of childishness! (b) Twice you spelled Cyclops wrong! That is unless Cyclops is a new brand of sneaky police and Cyclops is their arch-enemy! c You voiced an absurd and unfounded suspicion that the demise of the X-Men was near! Every true X-Men fan knows they are too good to be "killed off" as you so quaintly put it! Just because the Bullpen likes to experiment with new titles and ideas after all experimentation is one of the things that makes Marvel a breath of fresh air! doesn't mean they're going to continue the magazine! In closing, I would like to say that I don't really count your spelling against you! All it takes is a glance at mine to prove everybody makes mistakes!

Glen Quasny, 1343 S. Donna Beth  
West Covina, Calif. 91790

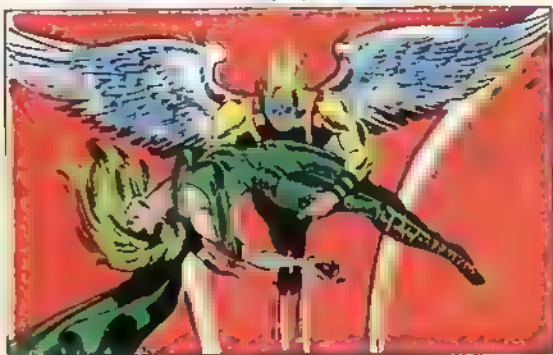
Dear Stan, Arnold, and Jim:

A few words concerning covers. Just saw and enjoyed Jim Steranko's cover for X-MEN #49, in my opinion, it is second only to the Kirby cover on X-MEN #11 my favorite of all X-MEN covers. I was glad to see the original "X-Men" logo returned and I thoroughly approve of Mr. Steranko's integration of the logo with the entire cover's graphic content — note the continuation of the X's cross line down the Angel's head and torso through Iceman, and the counterline of the Angel's outstretched left arm his left which continues across Scott's shoulders. This forms an X of its own and scores a neat graphic pun for Mr. Steranko. I applaud such incorporation of the total cover into a well thought-out composition. I would also like to compliment Mr. Steranko for his rendering of those little splash frames you always include in the Marvel Comics Group trademark. Too often this little device of yours tends to detract from the aesthetic unity of the cover by competing with the main focus of interest or by shifting too much weight to the upper left hand corner. In fact, I was beginning to believe that it could never add much to the beauty of your covers until Steranko showed me differently on SHIELD #4 — again by treating the cover as a total rather than as a collection of loosely relating visual parts. Also, I like your latest trend toward less wordy covers let the artwork portray the drama, please. And the recent shrinking of the Comics Code seal has helped remove a longtime unsightly blemish (albeit good business) from the cover in general. Barry Bernard  
Portland, Oregon

Dear Stan:

What with your wholesale shift of authors and artists, I can't keep up, so I'll just address this to you and you can bask in the sunshine or sulk in the darkness of my complaints. The X-MEN #49 featured all five X-Men in action together — hooray! I did enjoy the various team-ups, but missed the Angel. X-MEN #49 also featured the old familiar logo. Steranko's cover proves that he can draw any Marvel creation with ease. The only X-Man that didn't look right was the Beast. This was because of the golden gloves he was wearing. Everyone knows the Beast doesn't wear gloves. The story was fairly good, and the idea of Magneto tutoring a Mutant in the art of evil in case he himself should perish was kinda enjoyable. Mesmero was quite different. More of him in the future, please. Now then, I am eagerly anticipating #50 in which we find out the "Truth about Lorna Dane." I certainly hope that she doesn't turn out to be despicable, because I feel that she and Bobby could have something between them and if they don't, they should have. Besides, she's better looking than Marvel Girl, which makes her the best-looking person in the whole mag. Once more I have gotta exit double-time, so for now I leave you with these imperishable words "Go Marvel!"

Sheldon Wiebe, 2209 14th St. S. W.  
Calgary 3, Alberta, Canada



Dear Stan, Arnold, and Jim:

This letter is to Vic Rosello to explain ish #49. As you can see, Angel is moving at a very fast speed. His wings are white, right? Of course. The background is white, right? Of course. Well, Angel was moving at such a speed that his wings blended into the background there. I only have one thing to say about X-MEN #49, the plot was great, but the art on the cover, I didn't like at all. Beast doesn't have enough toes, Angel has too many bands around his wrist, Marvel Girl's fingers and feet are all pointed, and Cyke and Iceman look like something out of NOT BRAND ECHH, but the rest of issue 49's art was great. Sorry about that, Steranko, but I just didn't like it. I think that's huff said.

Bill Bagwell, 11 Adeline Dr.  
Goose Creek, S. C. 29445

## KNOW YE THESE, THE HALLOWED RANKS OF MARVELDOM:

**R.F.O.** (REAL FRANTIC ONE) A BUYER OF AT LEAST 3 MARVEL MAGS A MONTH

**T.T.B.** (TITANIC TRUE BELIEVER) — A DIVINELY INSPIRED NO PRIZE WINNER

**Q.N.S.** (QUITE NUFF SAYER) A FORTUNATE FRANTIC (ONE WHO'S HAD A LETTER PRINTED)

**K.O.F.** (KEEPER OF THE FLAME) — ONE WHO RECRUITS A NEWCOMER TO MARVEL'S ROLLYCICKIN' RANKS

**P.M.M.** (PERMANENT MARVELITE MAXIMUS) — ANYONE POSSESSING ALL FOUR OF THE OTHER TITLES

**F.F.F.** (FEARLESS FRONT FAGER) — AN HONORARY TITLE BESTOWED FOR DEVOTION TO MARVEL ABOVE AND BEYOND THE CALL OF DUTY



Dear Stan, Arnold, and Jim:

I, for one, have always felt that the X-MEN was one of your greatest magazines — in potential. However, it never even came close to realizing this potential until quite recently. While under its past artists and writers the stories weren't half bad and the art was passable, that's about as far as they ever went. The X-MEN fought the Maggia and the Mimic instead of evil mutants. They usually lasted about one page in a fight before they were knocked unconscious by such deadly villains as a Mexican bolo artist and an Adaptoid with a sleep arrow. And despite the big "change" in issue #27, their costumes remained as drab as ever. Oh, the public was as wary of mutants as when Stan scripted the story of the Sentinels, but this fact was never accentuated in the stories. The X-Men were hidden in darkness fighting the mutant Cobalt Man — or in a subterranean cave, battling other evil mutants such as Tyrannus and the Male Man. Yes, it was a pretty dull world for mutants, until ish #37 hit the stands. Then things finally started moving, slowly at first. The finish of Factor Three was quite excellent, and a new little feature was added to the mag, "Origins of the X-Men". Don Heck was added to the art team, and the covers and the art began to brighten up. The new costumes added color, while the death of Professor X added realism. Finally, Magneto returned, the X-Men split up, Cyclops bottled Quicksilver, and the Angel met a new birdman, the Red Raven. And now, with the latest issue, #49, the X-Men are finally reaching closely towards their potential. First we have a fantastic cover by Steranko (of course, the Beast doesn't wear yellow gloves, but why worry about minor coloring errors?), and promise of a future story by Steranko. The inside story looks good. Our scattered mutant band is drawn together logically, with an insight into the lives of the Beast and Iceman thrown in. Although Magneto doesn't return, the next best thing happens: and we have his pupil, Mesmero, who has one of the best villainous schemes yet; to bring together the latent mutants, and place them under his power. Next is introduced one Lorna Dane, who I suspected would play a greater part in the story than seemed at first. In fact, there was only one thing wrong with this issue. We were promised the origin of the Angel, my personal favorite, way back in ish #47. When do we get to see the Angel's origin? At any rate, the X-Men have almost reached their potential.

Jim Vlcko, 78 Midland Ave.  
Scarboro, Ontario, Canada



Dear Stan, Arnold, and Jim:

This may sound a bit repetitive, but congratulations! In my last letter concerning the X-MEN magazine, I congratulated you on completely wrecking the X-MEN, as I'm sure that was your intention. Now, I congratulate you on almost completely rebuilding said magazine in the space of one issue. I said almost, mainly because you still had the X-MEN in those silly new costumes, and also because Mesmero and his henchmen looked sort of ridiculous in those costumes of theirs. Give Mesmero a better costume and you'll have a villain capable of taking on the X-MEN all by

himself. There were a number of really good things about this issue, starting with the cover. Jim Steranko, on the basis of this one cover, proved himself to be the best artist for the X-MEN. Have him draw the X-MEN regularly, even at the cost of the plot for SHIELD. This is an order! He's the only one who can draw the Angel's wings really well, make Bobby look like an ice cube instead of a piece of slush, and make the yellow and green of Jean and Warren's costumes compliment the colors of Hank and Scott's costumes. After we finish admiring the cover, we go on to the inside of the mag! (This should be extra loud to catch the attention of any scragglers that are still admiring Jim's cover.) Inside we find a very good story, including a good sound plot, a sub-plot good enough to make Shakespeare jealous, the seeming return of Magneto, and the origin of the Beast: in 20 pages of action the like of which hasn't been seen since the introduction of the Inhumans. Take a bow, Arnie. The art could have been better, and it will be in the future if Jim Steranko takes over the art chores. (hint, hint, hint!).

Bryan Uhlenbrock, 6135 Barrett Ave.  
El Cerrito, Calif. 94530



Dear Stan, Arnold, and Don:

Yep, I knew you'd have to do it! The X-Men were made to work as a team, and separating them only hurt them. I'm glad to see them back together. It's very interesting now that Marvel Girl is by far the most powerful member of the team! That's a first, and I'd like to see it brought out. It seems that the X-Men should revolve around Jean as they did around Professor Xavier. Steranko's cover was good, but to tell you the truth, I'd rather see the inside artist do the cover. Another funny thing was that the inside layout seemed to have a touch of Steranko, especially in places like page 7. Maybe it was just psychological. Overall, the art again is great and the story line seems to be picking up, and it seems that the X-MEN are ready for a comeback! E Pluribus X-Men!

Doug Pratz, R. D. 1  
Accident, Maryland 21520

**NEXT**

**"WANTED DEAD OR ALIVE: CYCLOPS!"**

**CYCLOPS!"**



**TWO MORE TRIUMPHS FOR MARVEL...!**



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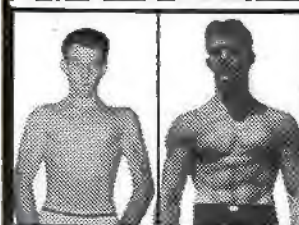
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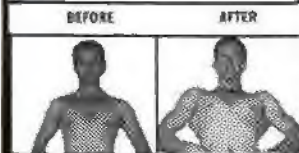
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## 'We're looking for people who like to draw'

says Norman Rockwell

Today hundreds of men and women who never thought they could be artists are working at easels and drawing boards, making pictures and getting well paid for it. They all can thank a group of famous artists who have devoted much of their time and talent to helping others find success in art.

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Howard Sanden of Minneapolis took the Course while still in high school. He is now a successful artist—recently he and his wife traveled through Europe and the Middle East on important art assignments.

Paul Sullivan enrolled at 14. His Famous Artists training helped him work his way through college.

Kathleen Gironda of Indiana, Pennsylvania, was an 18-year-old salesgirl in a department store. She still works for a department store, but now it's as an advertising artist and fashion illustrator.

With Famous Artists training James Ryan, formerly a clerk, has become an illustrator at Hughes Aircraft—and turns out a steady stream of well-paying free-lance artwork in his spare time.

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It started over 18 years ago when a group of America's most successful artists—men like Albert Dorne, Norman Rockwell, Jon Whitcomb, Al Parker and Stevan Dohanos—met in New York City. They knew that all over America there were people who liked to draw who could be turned into good artists. Albert Dorne asked, "Why can't we give these people the

### Founding Faculty of the Famous Artists School

Norman Rockwell  
Jon Whitcomb  
Al Parker  
Stevan Dohanos  
George Giusti  
Peter Helck

Fred Ludekens  
Ben Stahl  
Robert Fawcett  
Austin Briggs  
Harold Von Schmidt  
Albert Dorne

training they need—including all the trade secrets and know-how we've learned over the years?"

He suggested a new kind of art school—a home study art school—that would give talented people the best professional art training, no matter where they live.

The famous artists agreed. Taking time from their busy careers, they created a remarkable series of art lessons covering every aspect of drawing and painting. They illustrated their lessons with over 5,000 "here's-how" illustrations. The lessons start from scratch and cover every skill a top artist needs. Finally, they developed a wonderful way to give each student personal correction and advice all through his training.

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### Famous Artists School Studio A5949 Westport, Conn. 06880

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